

(Electronically Filed)

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SEATON INSURANCE COMPANY and STONEWALL
INSURANCE COMPANY,

Plaintiffs,

-against-

CAVELL USA INC. f/k/a KEN RANDALL AMERICA, INC.
f/k/a EASTGATE, INC. and KEN RANDALL, individually,

Defendants.

Case No.: 07-CV- 07032
(RMB) (KNF)

**REPLY DECLARATION
OF ELIZABETH BUTLER**

I, ELIZABETH BUTLER, pursuant to 28 U.S.C. § 1746, state as follows:

1. I am a member of the Bar of the United States District Court for the Southern District of New York and am special counsel to the law firm of Cadwalader, Wickersham & Taft LLP, attorneys for plaintiffs Seaton Insurance Company and Stonewall Insurance Company in this action. I make this declaration in support of plaintiffs' motion to enjoin defendants from prosecuting the same claims in a foreign action.

2. Annexed hereto as Exhibit 1 is a true and correct copy of an Application Notice, dated March 11, 2008, filed by defendants in an action currently pending in the High Court of Justice, Queen's Bench Division, Commercial Court, Royal Courts of Justice (the "UK Action").

3. Annexed hereto as Exhibit 2 is a true and correct copy of a Witness Statement of Jonathan Jacob Sacher, dated March 11, 2008, filed by defendants in the UK Action.

4. Annexed hereto as Exhibit 3 is a true and correct copy of a letter, dated March 18, 2008, from Berwin Leighton Paisner LLP to the Commercial Court Registry, The Royal Courts of Justice, without enclosures.

5. Annexed hereto as Exhibit 4 is a true and correct copy of a Third Witness Statement of Jonathan Jacob Sacher, dated March 18, 2008, which was enclosed in the letter that is annexed hereto as Exhibit 3.

6. Annexed hereto as Exhibit 5 is a true and correct copy of an Application Notice, which is part of the exhibit to the witness statement annexed hereto as Exhibit 4.

7. Annexed hereto as Exhibit 6 is a true and correct copy of the Second Witness Statement of Jonathan Jacob Sacher, dated March 18, 2008, which is part of the exhibit to the witness statement annexed hereto as Exhibit 4.

I declare under penalty of perjury of the laws of the United States of America that the foregoing is true and correct to the best of my knowledge.

/s/ Elizabeth Butler
ELIZABETH BUTLER

Dated: March 25, 2008